



## **BYLAWS**

**Adopted: 5/5/15**

**These bylaws will supersede the Bylaws of SHHH Manhattan Chapter dated June 1999**

## **ARTICLE I. NAME**

The name of the chapter as incorporated under the laws of New York State is Hearing Loss Association of America, New York City Chapter, Inc. also known as “HLAA-NYC” or “the chapter”, and referred to as such throughout this document. HLAA-NYC shall be located in the City of New York. It is organized in compliance with the guidelines as established by the Hearing Loss Association of America (HLAA) Board of Trustees. The chapter is a non-profit organization covered by the HLAA 501(c)(3) umbrella.

## **ARTICLE II. PURPOSE**

**2.1.** The purpose of HLAA-NYC is to:

A. Serve as an extension of the national organization, Hearing Loss Association of America (HLAA), in an effort to make hearing loss an issue of concern by promoting the HLAA philosophy of self-help while specifically addressing access, advocacy, awareness, and education.

B. Educate people with hearing loss, their families, coworkers, teachers, hearing health care providers, industry, government, and others about hearing loss and its impact.

C. Advocate for communication access with legislators, public agencies, and private corporations.

D. Work to develop options for people with hearing loss, and open doors for them in New York State and particularly in New York City.

E. Promote public and private programs that provide accommodations allowing people with hearing loss to participate effectively in the mainstream of society.

F. Support all people with hearing loss, especially those who utilize spoken language.

G. Establish working relationships with professionals and professional organizations in the hearing healthcare field in New York City

### **ARTICLE III. MEMBERSHIP**

- 3.1.** Membership is open to all individuals providing they fill out an application and pay dues as set forth in the standing rules. Each member shall be entitled to one vote on each matter submitted to a vote by members.
- A. Dues and fees. The annual dues will be in such amounts payable at such time or times as may be determined from time to time by resolution of the HLAA-NYC Board.
  - B. Revocation of membership  
The HLAA–NYC Board of Directors may terminate the privileges of any member who has failed to remain in good standing.
  - C. Reinstatement of membership  
The President of HLAA- NYC, subject to the review of the Board of Directors, may reinstate any former member provided such person is willing to abide by the condition of membership.

### **ARTICLE IV. BOARD OF DIRECTORS**

- 4.1.** The Board of Directors shall be the governing body of HLAA-NYC, and shall have the right to exercise all powers it deems necessary except as otherwise provided by law or these bylaws. Only members of HLAA-NYC will be eligible to serve as members of the Board of Directors.
- A. Voting Directors. The Board shall consist of a minimum of seven (7), but no more than seventeen (17) members, who shall serve on the Board as voting directors.
  - B. At least two-thirds of the directors shall be people with hearing loss.
  - C. A majority of members present at the annual meeting shall elect the directors.
  - D. Members of the HLAA Board of Trustees who reside within New

York City shall automatically serve as ex-officio members on the Board with full voting privileges.

- E. The State Chapter Coordinator, designated by HLAA, shall automatically serve as an ex-officio member of the Board of Directors with full voting privileges.

## **ARTICLE V. OFFICERS**

- 5.1. OFFICERS.** HLAA-NYC Board members present at the Annual Meeting shall elect four (4) officers, including a President, Vice-President, Secretary, and Treasurer. The immediate Past President shall also serve as an officer.
- 5.2. THE PRESIDENT.** The President shall be the principal elected officer of the chapter. He/she shall preside at all meetings of HLAA-NYC and of the Board of Directors, and of the Board's Executive meeting of HLAA-NYC and at other times deemed appropriate, communicate to HLAA-NYC or to the Board of Directors such matters and make such suggestions as may in his/her opinion promote the welfare and increase the usefulness of the chapter. He/she shall perform such other duties as are necessarily incident to the office of president or as may be prescribed by the Board of Directors.
- 5.3. THE VICE- PRESIDENT.** The Vice-President shall assist the President in the discharge of his/her functions and in his/her absence or temporary disability shall perform the duties and exercise the powers of the President.
- 5.4. THE SECRETARY.** The Secretary shall be responsible for keeping accurate minutes of the proceedings of the meetings of the Board of Directors and the Executive Committee, and shall make reports to the members as directed by the Board. The Secretary shall provide each member of the board with a copy of the minutes of all Board and Executive Committee meetings in a timely fashion. The Secretary shall also be responsible for providing information deemed pertinent to HLAA and all state agencies as required. The Secretary shall handle all correspondence related to chapter business and activities.
- 5.5. THE TREASURER.** The Treasurer shall be responsible for the custody

of all HLAA-NYC funds and securities; for full and accurate accounts of the receipts and disbursements; for depositing all monies and other assets specified by the Board; for the distribution of funds within limits prescribed by the HLAA-NYC budget. He/she shall render to the president and the Board at its regular meetings, or whenever the Board may require, an account of all transactions and the financial condition of the association.

The Treasurer may appoint, subject to the approval of the Board, one (1) or more Assistant Treasurers, to perform such duties as the Treasurer may delegate. The Treasurer in conjunction with the finance committee shall be responsible for the creation of a line item budget for HLAA-NYC. An updated version of the budget showing budgeted and actual expenditures shall be presented at each Board meeting for modification and approval of the Board. The report of expenditures referred to in the preceding paragraph shall be in the context of the line item budget.

#### **5.6. THE PAST PRESIDENT**

Upon completion of his/her term as president, the immediate past president shall perform those duties and functions delegated by the president.

### **ARTICLE VI. COMMITTEES**

**6.1 COMMITTEE CHAIRS.** Committee chairs, with the exception of the Executive Committee, which is chaired by the President, are appointed by the President. All committees serve at the pleasure of the board. The president is an ex officio member of all committees.

**6.2. STANDING COMMITTEES.** The following committees shall be standing committees: Executive, Finance, Nominating, Programming, Advocacy, and Marketing.

#### **6.3. EXECUTIVE COMMITTEE.**

A. The Executive Committee shall consist of the officers of the Board plus the Immediate Past President. The President may invite the chairs of committees, or anyone else, to attend Executive Committee meetings, but such people shall not be considered members, nor shall they have the right to vote at its

meetings.

B. Duties. The Executive Committee shall act for and discharge the functions of the Board of Directors between its regular meetings and may initiate any action, plans, and projects to assure the effective operation of HLAA-NYC.

The Executive Committee shall report its actions by informing members of the Board within 30 days. At each meeting of the Board, the president shall report on the activities of the Executive Committee. As part of that report, he/she shall request approval by the Board of the actions that have been taken or that have been planned by the Executive Committee on behalf of the Board.

C. Meetings. The HLAA-NYC Executive Committee shall meet as directed by the chair or at the request of a majority of its members. A majority of Executive Committee members shall constitute a quorum, and the acts of the majority of the Executive Committee shall be the acts of the Committee. The Executive Committee shall keep minutes of its proceedings.

**6.4. SPECIAL COMMITTEES.** The president may appoint other committees as the Board or the Executive Committee shall deem necessary to carry on the work of HLAA-NYC. The President shall be an ex-officio member of all committees.

**6.5. TERMS OF APPOINTMENT**

A. The terms of tenure for directors normally shall be three (3) years, with one-third of the total elected members to be elected annually. Exceptions may be approved by the Board. Each director shall serve until his/her successor has been duly elected or appointed. Directors may serve no more than three consecutive three-year terms, after which a one year break in service is required.

B. Officers shall be elected by a simple majority of the Board of Directors. The President and Vice-President may serve no more than two (2) consecutive two-year terms, after which a one-year break in service is required. The Treasurer and Secretary serve

one (1) year terms.

**6.6. VACANCIES**

A. The President, with approval from the Board, may appoint persons to fill unexpired terms created by vacancies that occur between annual meetings.

B. Any vacancy among the officers may be filled in the interim by the highest ranking officer remaining (in the order of President, Vice-President, Secretary, Treasurer, and Past President) subject to the approval of the majority of directors at their next official meeting.

**6.7. REMOVAL FROM THE BOARD.** Any member of the Board of Directors, including officers, may be removed from the Board for failure to comply with the responsibilities noted in these bylaws or for engaging in conduct deemed by the other directors on the Board to be adverse to the policies and goals of HLAA. In addition, any member of the Board of Directors who is unable to attend a meeting, shall by telephone call or written correspondence addressed to the president or secretary, state the reason for his/her absence. If a director is absent from two (2) or more consecutive meetings for reasons that on a case-by-case basis the Executive Committee has failed to declare sufficient, his/her resignation shall be deemed to have been tendered and accepted. The adjudication of such cases shall be documented in the minutes of the Executive Committee and reported to the Board. Attendance by electronic means is permitted.

**6.8. PROPERTY.** All officers, directors, committee chairs, and others who may be in possession of HLAA-NYC property, upon expiration of their terms or other departure, must relinquish any HLAA-NYC property in their possession to their successors or to the president of the Board. Such property includes, but is not limited to, monetary assets and the related records, electronic equipment, software and official documents (e.g., charter, incorporation papers, bylaws, financial records and audit reports, tax filings, minutes, database, conference manuals and reports). Personal file copies of such documents should be destroyed when they are no longer needed. All information contained in the aforementioned HLAA-NYC property remains confidential and is not to be otherwise distributed.

**6.9. COMPENSATION.** Directors as such shall not receive any compensation for their services as directors, but the Board may by resolution authorize reimbursement of expenses incurred in the performance of their duties. Such authorization may prescribe procedures for approval and payment of such expenses by designated officers or committee chairs of HLAA-NYC.

**6.10. MEETINGS OF THE BOARD**

A. Schedule. There shall be at least six (6) scheduled meetings of the Board each year at such times and places as directed by the chair and subject to the approval of a majority of the entire Board. Special meetings of the Board may be called by the chair. The Annual Meeting shall be open to the general membership of HLAA-NYC. Other meetings may or may not be open as determined by the Executive Committee.

B. Regular Meetings. Reasonable advance notice of regular meetings of the Board shall be provided to all directors prior to the scheduled meeting time.

C. Special Meetings. Special meetings may be called by the president or the vice president or HLAA-NYC directors. Special meetings may be held on four (4) days notice by first class mail, or on forty-eight (48) hours notice delivered personally or by telephone or other electronic means.

D. Quorum. A majority of Board members shall constitute a quorum at all regular and special meetings of the Board. At least half of those present must be elected members of the Board.

**E. Annual Meeting**

The Annual Meeting shall be held in May on a date established by the Board for the purpose of transacting such business as will come before the Board. Advance notice of the Annual Meeting sent by first class or electronic mail shall be made to all HLAA-NYC members not less than ten (10) and not more than fifty (50) days prior to the scheduled meeting time. Members of the HLAA-NYC Board of Directors shall also receive written notice of this meeting.

### **6.11. CONFLICT OF INTEREST.**

Directors shall disclose in writing to the Board of Directors any person to whom they are closely related or organization with which they are affiliated who or which presently transacts business with HLAA-NYC and/or other HLAA affiliates, or might reasonably be expected to do so in the future. Each disclosure shall be updated and resubmitted on a yearly basis. An affiliation with an organization will be considered to exist when a director or member of his/her immediate family or close relative is an officer, director, trustee, partner, employee or agent of the organization, or owns five percent of the voting stock or controlling interest in the organization, or has any other substantial interest or dealings with the organization.

### **6.12. CONDUCT OF BUSINESS**

#### **A. Robert's Rules of Order**

Robert's Rules of Order, current edition, shall prevail in matters relating to the conduct of meetings not covered by these bylaws except when at variance with these bylaws.

#### **B. Voting**

a. An action may be adopted by a majority of those present providing that there is a quorum. A higher threshold may be required for financial allocations and will be defined in the standing rules.

b. Any action may be taken without a meeting if all members of the board or a committee consent to the adoption of a resolution authorizing the action. The resolution and the consents by the members of the board or committee shall be filed with the minutes of the proceedings of the board or the committee.

#### **C. Nominations and Elections.** A Nominating Committee for the ensuing year shall be elected at the Board meeting held in conjunction with the annual meeting. This committee shall consist of not more than five (5) HLAA-NYC members. A Nominating Committee member's term shall end at the time of the next annual meeting. The Nominating Committee's responsibilities shall be defined in the Standing Rules.

- D. Elections. A written ballot for the election of members to the Board of Directors will be distributed to all HLAA-NYC members present at the annual meeting. For HLAA-NYC elections, a majority of HLAA-NYC members present is required for approval. At all meetings of members, a member is entitled to vote only in person. No member shall be entitled to vote at any meeting by proxy.

## **ARTICLE VII – FISCAL YEAR**

The fiscal year shall commence on the first day of January and shall end on the last day of December.

## **ARTICLE VIII – DISSOLUTION**

The association shall use its funds only to accomplish the objectives and purposes specified in these bylaws, and no part of said funds shall inure, or be distributed, to the members of HLAA-NYC. In the event of dissolution of the association, any funds or assets remaining shall be distributed to HLAA.

## **ARTICLE IX – GRIEVANCE PROCEDURE**

Directors, officers, committee members and general members have individual and group rights to present in writing signed or unsigned grievances for action and decision by the Board. The matter shall be included on the agenda at the next scheduled board meeting. If the directors agree that the matter should be pursued, it shall be turned over to a grievance committee of three (3), appointed by the president with the consent of the full board present. The committee shall investigate the grievance and provide a written report with recommendations at the next scheduled meeting. No officer or director shall serve on the committee. Approval by the board of the grievance committee recommendation shall be binding on the officers, with the proviso that any such action may be deferred pending appeal to the Executive Committee of HLAA.

## **ARTICLE X – AMENDMENTS**

### **10.1. Proposal for Amendments**

Amendments may be proposed by a motion by any member of the

HLAA-NYC Board of Directors at any regularly scheduled board meeting. Voting on a proposed amendment shall not take place until the next regularly scheduled meeting of the board. Members of the HLAA-NYC Board of Directors, along with the general membership, shall receive notice of any proposed amendment to the HLAA-NYC bylaws, and be allowed to offer input before a vote may be taken.

10.2. Approval of Amendments

Adoption of proposed amendments to these bylaws shall require approval of two-thirds of the voting members of the HLAA-NYC present at any official meeting of the Board, but will not take effect without the approval of the HLAA Director of Chapter Development to determine whether proposed changes are not in conflict with the HLAA constitution, bylaws, and policy.

**ARTICLE XI – STANDING RULES**

- 11.1. HLAA-NYC shall establish appropriate standing rules that will address issues that cannot be addressed by a generic set of bylaws. Standing rules shall be originated by and may be changed by the Executive Committee of HLAA-NYC subject to Board approval. A copy of the current standing rules shall be provided each member of the Board and each committee. Copies shall be provided the general membership upon request. Standing rules may not conflict with these bylaws. Consequently their creation and modification do not require amendment of the bylaws.